

LAWYERS



Davis Wright Tremaine LLP

ANCHORAGE BELLEVUE LOS ANGELES NEW YORK PORTLAND SAN FRANCISCO SEATTLE SHANGHAI WASHINGTON, D.C.

RICHARD J. SCHROEDER
Direct (206) 628-7759
rickschroeder@dwt.com

2600 CENTURY SQUARE
1501 FOURTH AVENUE
SEATTLE, WA 98101-1688

TEL (206) 622-3150
FAX (206) 628-7699
www.dwt.com

October 24, 2005

E-FILING RECORDATION

RECORDATION NO. 25926 FILED

OCT 24 '05

5-43 PM

SURFACE TRANSPORTATION BOARD

Vernon A. Williams
Secretary
Surface Transportation Board
ATTN: Recording Department
1925 K Street NW
Washington, DC 20423

Re: Recordation of Documents—Railcar
 Lessor: The Fifth Third Leasing Company
 Lessee: Ameren Energy Generating Company
 Equipment: One Hundred Thirty-five (135) FreightCar America Rotary AutoFlood III
 railcars with reporting marks and numbers CAEG 825001 through 825135
 inclusive

Dear Mr. Secretary:

Enclosed for recordation pursuant to Section 11301 of Title 49 of the U.S. Code is:

- (a) Memorandum of Lease Agreement, a primary document, dated October 24, 2005.
- (b) The names and addresses of the parties to the document are as follows:

Lessor: The Fifth Third Leasing Company
 38 Fountain Square Plaza
 MD 10904A
 Cincinnati, Ohio 45263

Lessee: Ameren Energy Generating Company
 1901 Chouteau Avenue
 St. Louis, Missouri 63103

Vernon A. Williams, Secretary
Surface Transportation Board
October 24, 2005
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(c) A description of the equipment covered by the document follows:

One Hundred Thirty-five (135) FreightCar America Rotary AutoFlood III railcars with reporting marks and numbers CAEG 825001 through 825135 inclusive.

A recording fee of \$33.00 is being remitted. Please return the originals to:

Richard J. Schroeder
Davis Wright Tremaine LLP
2600 Century Square
1501 - 4th Avenue
Seattle WA 98101-1688

A short summary of the document to appear in the index follows:

Primary Document: Memorandum of Lease Agreement dated October 24, 2005, between The Fifth Third Leasing Company as Lessor and Ameren Energy Generating Company as Lessee, covering One Hundred Thirty-five (135) Freightcar America Rotary Auto Flood III railcars with reporting marks and numbers CAEG 825001 through 825135 inclusive.

Very truly yours,

Davis Wright Tremaine LLP

A handwritten signature in black ink, appearing to read 'Richard J. Schroeder', with a long horizontal line extending to the right.

Richard J. Schroeder

RJS:mtk
Enclosures

RECORDATION NO.

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SURFACE TRANSPORTATION BOARD

MEMORANDUM OF LEASE AGREEMENT

(Interim Funding Schedule No. 001)

Dated as of October 24, 2005

between

THE FIFTH THIRD LEASING COMPANY,
Lessor

and

AMEREN ENERGY GENERATING COMPANY

Lessee

Filed with the Surface Transportation Board pursuant to
49 U.S.C. § 11301 on October __, 2005, at ____:____.M
Recordation Number _____

MEMORANDUM OF LEASE AGREEMENT

THIS MEMORANDUM OF LEASE AGREEMENT dated as of October 24, 2005, is made by and between AMEREN ENERGY GENERATING COMPANY, an Illinois corporation, by its Agent, Ameren Energy Fuels and Services Company ("Lessee"), and THE FIFTH THIRD LEASING COMPANY, an Ohio corporation ("Lessor").

WITNESSETH

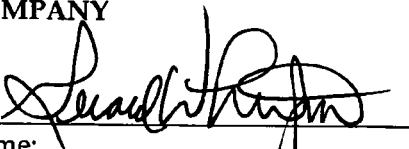
1. Pursuant to a Master Equipment Lease Agreement, dated October 24, 2005, together with Interim Funding Schedule - No. 001 dated October 24, 2005 (collectively, the "Lease Agreement"), Lessor has agreed to lease to Lessee, and the Lessee has agreed to lease from Lessor one hundred thirty-five (135) FreightCar America AutoFlood III railcars bearing the railroad reporting marks and road numbers set forth on Exhibit A attached hereto.
2. The Lease Agreement shall be effective as of the date first set forth hereinabove and shall be subject to the Base Lease Term and any Renewal Terms as defined in the Lease Agreement.
3. The Lease Agreement does not contain a hereafter acquired clause.
4. This Memorandum of Lease Agreement may be executed in duplicate originals and any number of counterparts and by different parties in separate counterparts, each of which shall be deemed to be an original and all of which taken together shall constitute one and the same instrument.

[Signature page follows]

IN WITNESS WHEREOF, the parties hereto have caused this Memorandum of Lease Agreement to be signed and sealed by their respective corporate officers as of the date and year first above written.

Lessor:

THE FIFTH THIRD LEASING
COMPANY

By: 
Name:
Title: **Gerald Whitfield, VP**

STATE OF OHIO)
) ss.:
COUNTY OF HAMILTON)

On this 21st day of OCT, 2005, before me the subscriber personally appeared Gerald Whitfield, who being by me duly sworn, did depose and say: that he is a VP of THE FIFTH THIRD LEASING COMPANY the corporation described in and which executed the foregoing instrument and that he signed his name thereto by order of the Board of Directors of said corporation.


NOTARY PUBLIC

My Commission Expires:

ELAINE ELLIS

Notary Public, State of Ohio

My Commission Expires Sept. 14, 2007

[Lessor signature page]

IN WITNESS WHEREOF, the parties hereto have caused this Memorandum of Lease Agreement to be signed and sealed by their respective corporate officers as of the date and year first above written.

Lessee:

AMEREN ENERGY GENERATING COMPANY,
by its agent,
Ameren Energy Fuels and Services Company

By: Robert K. Neff
Name: Robert K. Neff
Title: Vice President - Coal Supply

STATE OF MISSOURI)
) ss.:
~~COUNTY OF~~ SAINT LOUIS CITY)

On this 21st day of October, 2005, before me the subscriber personally appeared Robert K. Neff, who being by me duly sworn, did depose and say: that (s)he is a Vice President of Ameren Energy Fuels and Services Company, as Agent for AMEREN ENERGY GENERATING COMPANY, an Illinois corporation, described in and which executed the foregoing instrument and that (s)he signed his/her name thereto by order of the Board of Directors of said corporation.

Debby Anzalone
NOTARY PUBLIC

My Commission Expires:

DEBBY ANZALONE
Notary Public - Notary Seal
STATE OF MISSOURI
St. Louis County
My Commission Expires: April 18, 2006

[Lessee signature page]

EXHIBIT A
EQUIPMENT DESCRIPTION

Lease: Interim Funding Schedule No. 001 dated as of October 24, 2005 to Master Equipment Lease Agreement Dated as of October 24, 2005.

Lessor: THE FIFTH THIRD LEASING COMPANY

Lessee: AMEREN ENERGY GENERATING COMPANY, an Illinois corporation, by its Agent, Ameren Energy Fuels and Services Company

Vendor: FreightCar America
17 Johns Street
Johnstown, PA 15901

Invoice No. 99200517

One hundred thirty-five (135) Rotary AutoFlood III railcars with Reporting Marks and Road Numbers as follows:

Mark	Number
CAEG	825001 though 825135, inclusive